| no longe to Sectic Form 4 c 5 obligat may con <i>See</i> Instr 1(b). | 3, 2012 A 5 UNITED us box if r subject on 16. or Form tinue. uction Filed pur Holdings Section 17(1 | NUAL STATEM OWNE | ashington, I ENT OF C CRSHIP OF 16(a) of the Utility Holdi | D.C. 20549 HANGES II SECURITI Securities E ng Company | N BE IES xchai / Act | ENEFI nge Ao of 193 | CIAL ct of 1934, | OMB Number: Expires: Estimated a burden hou response | rs per | | |
|--|--|---|---|--|-------------------------------|---|--|--|---|--|--|
| 1. Name and GELLER 1 | Address of Reporting MARC | Symbol | 2. Issuer Name and Ticker or Trading Symbol BOINGO WIRELESS INC [WIFI] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | GO WIRELESS, 960 WILSHIRE E | (Month/ 12/31/ | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011 | | | | (Check all applicable) <u>X</u> Director Officer (give title below) <u>Director</u> <u>Director</u> <u>Director</u> <u>below</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>Director</u> <u>D</u> | | | | |
| | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. I | 6. Individual or Joint/Group Reporting (check applicable line) | | | | | |
| LOS ANG | ELES,, CA 90 | 024 | | | | | _ Form Filed by O Form Filed by M son | | | | |
| (City) | (State) | (Zip) Ta | ble I - Non-De | rivative Securi | ities A | cquire | d, Disposed of, | or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pri | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | 11/21/2011 | Â | J <u>(1)</u> | 1,668,888 | D | | 0 | I | By Stenhill Partners I, LP (2) | | |
| Common Stock | 11/21/2011 | Â | J <u>(3)</u> | 80,773 | D | \$0 | 0 | Ι | By Stenhill Affiliates | | |

I, LP (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of | 9. |
|-------------|-------------|---------------------|--------------------|-------------|------------|------------------|-------------|---------|------------|-------------|----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | Number | Expiration D | ate | Amou | int of | Derivative | of |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | D |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Se |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | В |
| | Security | | | | Acquired | | | | | | 0 |
| | | | | | (A) or | | | | | | E |
| | | | | | Disposed | | | | | | Is |
| | | | | | of (D) | | | | | | Fi |
| | | | | | (Instr. 3, | | | | | | (I |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable Date | | | of | | |
| | | | | | (A) (D) | | | | Shares | | |
| | | | | | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GELLER MARC C/O BOINGO WIRELES 10960 WILSHIRE BLVD LOS ANGELES,, CAÂ | ÂX | Â | Â | Â | | | |
| Signatures | | | | | | | |
| /s/ March Geller | 02/10/2012 | | | | | | |
| <u>**Signature of</u> Reporting Person | Date | | | | | | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Distribution by Sternhill Partners I, LP, of which the reporting person is a general partner.
- (2) The reporting person is a general partner of the limited partnership that owned the reported securities.
- (3) Distribution by Sternhill Affiliates I, LP, of which the reporting person is a general partner.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.